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2004 NOV 22 P 2:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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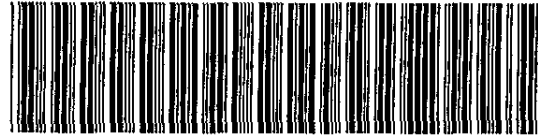
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Michael D. Chiumento  
Michael D. Chiumento III  
Gary B. Davenport  
William J. Bosch



FILED  
Telephone: (386)445-8900  
Fax: (386)447-1336  
Real Estate Fax: (386)445-0672

2004 NOV 22 P 2:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 18, 2004

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Bella Harbor, LLC

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Amendment concerning Bella Harbor, Inc., together with our firm's check in the amount of \$35.00 representing your filing fee. If all is in order, kindly file the Articles and return a certified copy of same to the undersigned.

If you have any questions, please do not hesitate to call.

Sincerely,

Karolyn Sheekey  
Secretary

encl.

**ARTICLES OF AMENDMENT  
OF ARTICLES OF ORGANIZATION OF  
BELLA HARBOR, L.L.C**

**FILED**

Pursuant to the provisions of Florida Statute 608.411 of the Florida Limited Liability Act, P 2:45  
the undersigned Company adopts the following Articles of Amendment of its Articles of  
Organization: NOV 22, 2004  
STATE  
TALLAHASSEE, FLORIDA

- FIRST: The name of the limited liability company is: BELLA HARBOR, L.L.C.
- SECOND: The date of filing of the Articles of Organization was: November 12, 2004.
- THIRD: The Articles of Organization of BELLA HARBOR, L.L.C. are hereby amended as follows:

**ARTICLE 4 - MEMBERS**

The initial members of the limited liability company are as follows:

Robert Webster  
554 Jacksonville Dr.  
Jacksonville, FL 32250

Tom Quinn  
554 Jacksonville Dr.  
Jacksonville, FL 32250

Matt Daly  
2308 Sawgrass Village Dr.  
Ponte Vedra, FL 32082

Brad Lehan  
730 Ponte Vedra Blvd.  
Ponte Vedra, FL 32086

Derek Mercer  
240 Ponte Vedra Park Dr.  
2<sup>nd</sup> Floor  
Ponte Vedra, FL 32082

Steve Jones  
19701 SE 4<sup>th</sup> Way  
Camas, WA 98607

Dennis Coleman  
NC1-027-15-01  
214 N. Tryon St.  
15<sup>th</sup> Floor  
Charlotte, NC 28255

Ben Bishop  
1502 Roberts Dr.  
Jacksonville, FL 32250

PHC Communities, LLC  
10 Executive Way, Ste. 108  
Ponte Vedra, FL 32082

The foregoing Amendment was adopted by the members of the Company on this 18<sup>th</sup> day of November, 2004.

The aforesaid Amendment to the Articles of Organization of BELLA HARBOR, L.L.C. shall become effective upon filing of this Amendment with the Department of State.

DATED: November 18, 2004

Authorized Representative of a Member

Gary B. Davenport